

STATE OF CALIFORNIA

DEPARTMENT OF GENERAL SERVICES
REAL ESTATE SERVICES DIVISION

LEASE COVERING PREMISES LOCATED AT
VENTURA COUNTY FAIRGROUNDS
10 WEST HARBOR BLVD, Ventura, CA
VENTURA COUNTY

AGENCY
31st DISTRICT AGRICULTURAL ASSOCIATION
Real Property No. 76, Structure # 45329, Lease No. 526

Lease No.: L-1860
TMO Lease No.: VY-639-91

ASSIGNMENT OF LEASE

WHEREAS, the State of California, acting by and through its 31ST District Agricultural Association with the review and approval of the Department of General Services (the "DGS") and the Department of Food and Agriculture (hereinafter together called "STATE"), as LESSOR, and Cingular Wireless, LLC a Delaware limited liability company, on behalf of Pacific Bell Wireless, LLC, a Nevada limited liability company dba Cingular Wireless ("PBW"), as LESSEE, entered into a certain Communications Ground Lease (L-1860) dated May 24, 2002, consisting of 44 pages, including exhibits, as well as subsequent Amendment 1 consisting of 2 pages and Amendment 2, consisting of 23 pages, including exhibits, all as attached hereto and made a part hereof (the "Lease") with respect to premises located at the Ventura County Fairgrounds in the County of Ventura;

WHEREAS, Cingular Wireless, LLC ("Cingular") and T-Mobile USA, Inc. ("T-Mobile") entered into a joint venture in 2001 to equally own PBW;

WHEREAS, effective January 5, 2005, Cingular transferred its fifty percent (50%) ownership interest of PBW, including all rights, title and interest in and to Lease, to T-Mobile by and through Omnipoint Communications, Inc. ("OCI"), as PBW's owner, both wholly-owned companies of T-Mobile;

WHEREAS, T-Mobile has changed the name of PBW to TMO CA/NV, LLC ("TMO") in February of 2005; and

ASSUMPTION OF LEASE

NOWHEREFORE, for value received, and in consideration set forth herein, and in consideration of the written consent of the Lessor thereto, OCI through its wholly owned subsidiary, TMO hereby assumes and agrees to make all payments, and to perform all of the terms, covenants and conditions of the Lease.

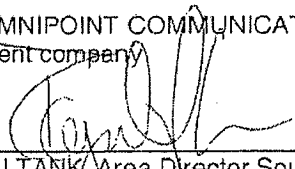
Dated this 6th day of JUNE, 2006.

LESSEE:

By: TMO CA/NV, LLC

By: OMNIPOINT COMMUNICATIONS, INC.,
its parent company

By:


RAJ TANK, Area Director Southern California
3 Imperial Promenade, Suite 1100
Santa Ana, CA 92707

Date: 6-6-2006

CONSENT TO ASSIGNMENT

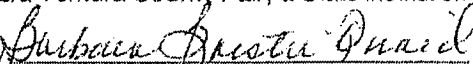
For value received, and in consideration of the assumption of the lease referred to heretofore by the above prior named transferee thereof, the undersigned Lessor hereby consents to the transfers set forth in this Lease Transfer, but does not thereby waive any of its rights under said Lease or any extensions thereof, as to the Lessee, or as to the transferee.

STATE OF CALIFORNIA

Consent:

31st DISTRICT AGRICULTURAL ASSOCIATION
d/b/a Ventura County Fair, a State institution

By:

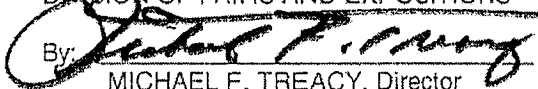

BARBARA BOESTER-QUAID, CEO

Date Signed: 6-29-06

Approved:

DEPARTMENT OF FOOD AND AGRICULTURE
DIVISION OF FAIRS AND EXPOSITIONS

By:


MICHAEL F. TREACY, Director
Division of Fairs and Exposition

Date Signed: 8/28/06

(See following Page 3)